

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WESTLINK OF NEW MEXICO LICENSEE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1994, AT 12 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

2371957 8100

944004693

AUTHENTICATION:

7006476

DATE:

01-24-94

CERTIFICATE OF INCORPORATION
OF
WESTLINK OF NEW MEXICO LICENSEE CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby execute this Certificate of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Westlink of New Mexico Licensee Corporation

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, in the City of Wilmington, Delaware 19801, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

Section 1. The Corporation shall be authorized to issue 1000 shares of capital stock, all of which shares shall be shares of Common Stock, \$.01 par value ("Common Stock").

Section 2. Except as otherwise provided by law the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE V

Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation by a majority vote at any regular or special meeting of

the Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any By-Laws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE VIII

Section 1. Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State

of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

Section 2. Indemnification and Insurance.

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and

loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under

this Section or otherwise. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of

conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

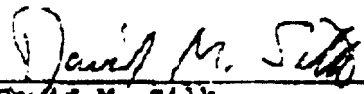
(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

ARTICLE IX

The name and mailing address of the incorporator is David M. Silk, Esq., c/o Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, do hereby further certify that the facts hereinabove stated are truly set forth and, accordingly, I have hereunto set my hand this 24th day of January, 1994.



David M. Silk
Incorporator

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

PART 1 - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee See Section II.C

Arch Connecticut Valley, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code

1800 West Park Drive, Suite 250

Westborough, MA 01581

Internet Address

Call Sign or Other FCC Identifier

See Exhibit 1

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	See associated FCC Form 159		\$
2			\$

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application.

>>> \$

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Existing Shareholders of Arch Communications Group,
1800 West Park Drive, Suite 250

Westborough, MA 01581

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

New Shareholders of Arch Communications Group, Inc.,
1800 West Park Drive, Suite 250

Westborough, MA 01581


5. Permittee or Licensee represents: (check one)

☒ That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
Arch Connecticut Valley, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☐ Sale or other transfer or assignment of stock
(Complete item 6(b)).

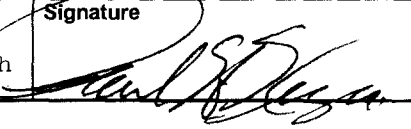
☒ Other (e.g., voting trust agreement, management contract, Court Order, etc.) See Section II.C

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. _____ a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. See Sections II.C and VII.A

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
Existing Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

PART III - To be completed by Transferee

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

 9. Attach as Exhibit No. a statement of transferee's principal business. *See Section VII.D

 10. Attach as Exhibit No. a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. *See Section VII.D

Place an "X" in the appropriate column.

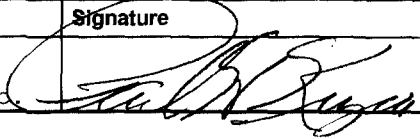
YES NO

11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States? ➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government? ➤		X
13. If transferee is a partnership, attach as Exhibit No. <u> </u> one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:		
a. Under laws of what State or Country is it organized? <u>Delaware</u>		
(1) Attach as Exhibit No. <u> </u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E		
(2) Attach as Exhibit No. <u> </u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock. *See Section VII.D		
b. Is any director or officer an alien? ➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government? ➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. <u> </u> the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above. ➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens? ➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government? ➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. <u> </u> a statement relating the facts. ➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. <u> </u> a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any. ➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. <u> </u> a statement relating all the pertinent circumstances. ➤	But see	X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. <u> </u> a statement relating the facts. ➤	Section II.B	X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. <u> </u> a statement relating the facts. ➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. <u> </u> a statement relating the facts. ➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. ➤	X See Section VII.D	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. ➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤	*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. *Transferee stock will continue to be publicly traded	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. <small>Applicant will obtain all necessary state and local approvals</small>	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	X	
28. Attach as Exhibit No. _____ a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.	➤	*See Section IV	
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

ARCH CONNECTICUT VALLEY, INC.

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WLK723	Point-to-Point Microwave Service	PTP	101
WLK724	Point-to-Point Microwave Service	PTP	101
WLK725	Point-to-Point Microwave Service	PTP	101
WLN429	Point-to-Point Microwave Service	PTP	101
WLN430	Point-to-Point Microwave Service	PTP	101
WLN431	Point-to-Point Microwave Service	PTP	101
WLN432	Point-to-Point Microwave Service	PTP	101
WLN433	Point-to-Point Microwave Service	PTP	101

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Garry B. Watzke

Schooner Capital Corporation
77 Franklin Street
Boston, Massachusetts 02110

The above-named incorporator^{as}/do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:
Arch Connecticut Valley, Inc.

88-259070

2. The purpose for which the corporation is formed is as follows:

a. To acquire, own or operate radio common carrier, paging and conventional mobile telephone systems, both within and without the Commonwealth of Massachusetts; and to carry on and undertake any business, transaction or activity relating to the foregoing and, in the course of such business, transaction or activity, to (i) draw, accept, endorse, acquire,

(See continuation Sheet 2A)

NOTE: ONCE DOCUMENT IS ACCEPTED AND FILED, CHANGES MUST BE BY AMENDMENT OR CERTIFICATE OF CHANGE ONLY

C
P
M
R.A.

☐
☐
☒
☐

13

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

CONTINUATION SHEET 2A

- a. and sell any and all negotiable or transferable instruments and securities, (ii) make and enter into contracts, agreements, and obligations, of every type and description, with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and (iii) perform any and all additional acts which are necessary and proper.
- b. To transfer, to other persons or corporations, by grant, license, franchise, or other method, the right or privilege to carry on any kind of business on such terms as the Corporation shall deem expedient or proper.
- c. To acquire the good will, business, property or assets (including a trade name or trade style), and to assume or undertake the whole or any part of the liabilities of any person, firm, association or corporation and to pay for the same in cash, stock, bonds, debentures or other securities of the Corporation, or otherwise, as the directors may determine.
- d. To carry on any manufacturing, mercantile, selling, management, service or other business, transaction or activity which may be lawfully carried on by a corporation organized under Mass. Gen. Laws C. 156B, as amended (or the provisions of any substituted chapter of the General Laws of the Commonwealth of Massachusetts, dealing with the same general subject matter as such Chapter as now in effect, which may hereafter be enacted), whether or not related to those purposes referred to in the foregoing paragraphs.
- e. To carry on any business, transaction or activity through a wholly or partly-owned subsidiary, or as a partner.
- f. To carry on any business, transaction or activity referred to in the foregoing paragraphs to the same extent as might an individual, whether as principal, agent, contractor or otherwise, and either alone or in conjunction with any corporation, association, trust, firm, individual or government agency.
- g. To have as additional purposes all powers granted and conferred by the laws of the Commonwealth of Massachusetts upon business corporations organized under Chapter 156B (Or any such substituted chapter) of the General Laws of Massachusetts, provided, however, that no such purpose shall include any activity inconsistent with such Chapter 156B (or any such substituted chapter), or any other applicable provisions of the General Laws of Massachusetts.

ARCH CONNECTICUT VALLEY, INC.

CONTINUATION SHEET 5A

- a. Any Stockholder (which term includes the heirs, assigns, executors or administrators of a deceased Stockholder and any person claiming an interest in shares of stock as the result of a levy of attachment or execution, or other claimed transfer by operation of law) desiring to sell or transfer stock owned by him or it, or claiming a right to have stock transferred to him or it (otherwise than by gift or pursuant to the laws of descent and distribution of estates, but including any other transfer by operation of law, including without limitation, a merger, consolidation, levy of attachment or execution or realization upon a pledge or other security interest) shall first offer to sell such shares of stock (the "Stock") to, or permit the purchase of such Stock by, the Corporation, or the other stockholders, in the manner described, and at a price determined as provided, below. A pledge or the creation of a security interest shall not be deemed a transfer restricted by this Article 5, provided, that the pledgor or other creator of a security interest retains all voting rights with respect to the interest if foreclosed or levied upon, but any such realization upon such pledge or security interest shall be a transfer subject to this Article 5. A transfer by gift or pursuant to the laws of descent and distribution of estates shall not be restricted by this Article 5, but the donee, heir, legatee or distributee who acquires stock in any such transfer shall hold the same subject to the provisions of this Article 5 in respect of any subsequent transfer thereof.
- b. The Stockholder shall notify the Corporation, in the manner hereinafter provided, of his or its desire to sell or transfer, or to cause the transfer of, Stock owned or claimed by him or it, by a written notice setting forth (i) the number of shares which he or it desires to sell, transfer or cause to be transferred; (ii) the name and address of the proposed transferee and the nature of the proposed transfer; (iii) the cash price, and/or the kind and amount of non-cash consideration, if any, to be received for such proposed transfer, the Stockholder's estimate of the fair market value of any such non-cash consideration and (if the proposed transfer is a transfer by operation of law) the

Stockholder's estimate of the fair market value of the Stock to be transferred; (iv) such Stockholder's irrevocable offer to sell, or cause the sale of, the Stock to this Corporation at the cash price stated in part (iii) of such notice, or at the sum of any cash included in such price and the fair market value of the non-cash consideration recited in such notice, or (if the proposed transfer would be a transfer by operation of law) at the fair market value of the Stock to be transferred, as the case may be; and (v) the name and business address of one person to act as an advisor in determination of the fair market value of such non-cash consideration or such Stock, if appraisal shall be required by these provisions.

- c. The Corporation, within thirty (30) days after receipt of such notice, and by notice in writing to the Stockholder, given as hereinafter provided, shall: (a) accept the offer at the price set forth in the notice given by such Stockholder, or at a price in cash equal to the sum of any cash consideration recited in the Stockholder's notice and the fair market value stated in such notice with respect to any non-cash consideration to be received therefor, or (if the proposed transfer would be a transfer by operation of law) at the fair market value of the Stock to be transferred, determined by appraisal in accordance herewith, and setting forth the name and business address of a second advisor to assist in the determination of such fair market value. The advisors so designated by the Stockholder and the Corporation shall then select an appraiser experienced in the valuation of property of the type to be valued, if practicable, and such advisors shall at once notify the Corporation and such Stockholder of the name and business address of such appraiser. If the advisors so designated shall not within ten (10) days of their appointment select such appraiser, then either the Corporation or the Stockholder may make application, upon ten (10) days' written notice to each advisor, to any judge or a court of general jurisdiction in Suffolk County, Massachusetts, for the appointment of a third advisor who shall, with the consent of either one of the advisors so designated by the Corporation and such

Stockholder, select such appraiser. The appraiser so selected shall within thirty (30) days after his selection determine in good faith the fair market value of the non-cash consideration or of the Stock in question, and report his determination to the Corporation and the Stockholder, and such determination shall bind each of them.

- d. Notwithstanding the provisions of the foregoing paragraph, if the Board of Directors of the Corporation shall, by majority vote, so determine, upon receipt of a proposed transfer from a Stockholder, the Corporation's right to purchase the shares of Stock may be assigned, without consideration, to the stockholders of the Corporation who do not desire to sell or transfer their stock ("Non-selling stockholders"). In such event, the Non-selling stockholders shall be entitled to purchase shares of the Stock pro rata among themselves in proportion to the number of shares of stock owned by the Non-selling stockholders; provided, that if some Non-selling stockholders decline to purchase the shares of Stock to which they would be entitled hereunder, such shares shall be allocated among Non-selling stockholders who desire to purchase such shares, pro rata in accordance with the stockholders' ownership of stock. Non-selling stockholders who desire to purchase Stock pursuant to this paragraph shall have the same rights and be subject to the same obligations as the Corporation if the Corporation were purchasing the shares of Stock.
- e. Upon receipt by such Stockholder of the Corporation's written notice of its intention to accept such offer, or upon the delivery to such Stockholder of the report of such appraiser as to the fair market value of any such non-cash consideration, the Stockholder shall forthwith tender the certificate or certificates for the Stock to the Corporation at its address for notices provided herein, in due form for transfer, and the Corporation shall promptly deliver to such Stockholder its certified or official bank check for the purchase price of such Stock, against such tender.

- f. If the Corporation shall notify such Stockholder of its refusal to purchase such Stock, or shall fail, neglect or refuse for a period of (30) days after the date of such Stockholder's notice, to respond to such Stockholder's notice of intended transfer, or shall fail, neglect or refuse for a period of five (5) business days after such tender to pay the purchase price of the Stock, such Stockholder may, at any time within sixty (60) days after such a notice of refusal or the expiration of such thirty (30) or five (5) day periods, as the case may be (and without limitation of the Stockholder's right to seek recovery of any damages caused by such failure, neglect or refusal on the part of the Corporation to pay for such Stock against such tender), sell or otherwise transfer the Stock to the person or persons named in the notice of proposed transfer given by him in accordance with these provisions, in the manner and for the kinds and amounts of consideration stated in such notice, but any such transferee shall hold such Stock subject to these provisions with respect to any further transfer of the Stock so transferred to him or it. If such Stockholder shall not have transferred such Stock in accordance with these provisions within such sixty (60) day period, then no other or further transfer of such Stock may be made by such Stockholder without again complying with these provisions.
- g. Presentation to the Corporation of a stock certificate duly endorsed by the Stockholder in whose name such certificate is registered, or accompanied by a duly executed stock power, shall be considered for all purposes as a transfer of the Stock represented by such certificate, but a Stockholder claiming an interest in Stock registered in the name of another, whether such interest shall arise by levy of execution, attachment, or other operation of law, or pursuant to a pledge or other security interest, shall be entitled to effect a transfer upon submission of the certificate for such Stock, and an order of court, or other evidence reasonably satisfactory to the Corporation, of the fact and nature of such Stockholder's interest in such Stock. Effectuation of all such transfers shall be subject to compliance with the terms of this Article 5.

- h. Notices given under this Article 5 shall be given in writing, by handing a copy thereof to the person entitled thereto, or by mailing the same by registered mail, return receipt requested, postage prepaid, from a point within the continental United States. If given to the Corporation, such notice shall be addressed to the Corporation at its principal business address in the Commonwealth of Massachusetts, marked Attention: President, with a copy to each member of the Board of Directors. If given to a Stockholder, such notice shall be addressed to such Stockholder's registered address on the record books of the Corporation, if any, unless such Stockholder shall have notified the Corporation to employ a different address for such notices, by notice given in accordance herewith. Notice given in accordance with these provisions shall be deemed to have been given upon delivery, in the case of notice given in person, and on the third business day after mailing, in the case of notice given by mail.
- i. A Stockholder shall be entitled to rely upon the most recent filings by the Corporation under Sections 14 and 53 of the Business Corporation Law of Massachusetts (Ch. 156B of the General Laws), as now in effect or any substituted provisions dealing with the same general subject matter, as then in effect, in determining the Corporation's principal business office in Massachusetts, and the names and addresses of the members of the Corporation's Board of Directors.
- j. No such shares of Stock shall be sold or transferred on the books of the Corporation, and the Corporation shall not be required to recognize any claimed or purported transfer, until the provisions of this Article 5 have been complied with, but the Board of Directors may in any particular instance waive such requirement by vote of three-fourths (3/4) of the Directors at the time in office. If any Stockholder shall purport to make a transfer of shares of stock without compliance with these provisions, or shall claim an interest in shares of stock acquired without such compliance, then unless such compliance shall have been waived by such vote of the Board of Directors, the Corporation shall be entitled, at any time within six (6) months of receiving notice of such purported transfer, to call upon such purported transferee, by notice given to such purported

transferee at his or its principal business address, determined by the Board of Directors, acting in good faith, and otherwise in accordance with the second last preceding paragraph of this Article 5, to sell such shares to the Corporation at their fair market value at the time of such notice, determined by appraisal conducted, as nearly as may be, accordance with the second paragraph of this Article 5. If such purported transferee shall fail, neglect or refuse, for a period of thirty (30) days after the giving of such notice, to designate an advisor for the purpose of participating in the selection of an appraiser for such shares, the Corporation shall be entitled to apply to a court of general jurisdiction in Suffolk County, Massachusetts for the appointment of a second advisor, in addition to its own, as though such purported transferee had appointed an advisor, as provided in the second paragraph of this Article 5, but the advisors of such purported transferee of the Corporation had been unable to agree on the designation of an appraiser.

- k. Certificates representing shares of the Stock shall bear the following legend:

"The shares represented hereby are are subject to restrictions on transfer; the Corporation will furnish a copy of the terms of such restrictions without charge to the holder hereof upon written request."

CONTINUATION SHEET 6A

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders or of any class of stockholders, are as follows:

- a. The directors may make, amend or repeal the by-laws in whole or in part except with respect to any provision thereof which, by law or the by-laws, requires action by the stockholders;
- b. Meetings of the stockholders may be held anywhere in the United States;
- c. Each director and each officer elected by the stockholders (including persons elected by directors to fill vacancies in the Board of Directors or in any such offices), and each former director and officers, and the heirs, executors, administrators and assigns of each of them, shall be indemnified by the corporation against all costs and expenses, including fees and disbursements of counsel and the cost of settlements (other than amounts paid to the corporation itself) reasonably incurred by, or imposed upon, him in connection with or arising out of any action, suit or proceeding, civil or criminal, in which he may be involved, or incurred in anticipation of any action; or by reason of any action alleged to have been taken or omitted by him as a director or officer of the corporation.

Officers elected by the directors but who are not directors, and employees and other agents of the corporation (including persons who serve at its request as directors or officers of another organization in which its own shares or of which it is a creditor), and each such former officer, employee and agent, and the heirs, executors, administrators and assigns of each of them, may be indemnified by the corporation to the extent, if any, authorized by the Board of Directors in its sole discretion.

No indemnification shall be provided to any person, or to his heirs, executor, administrator or assigns, with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

CONTINUATION SHEET 6B

The foregoing indemnification shall not be exclusive of any other rights of indemnification for which any such director, officer, employee or agent may be entitled;

- d. No contract or other transaction between the corporation and any other person, firm or corporation shall, in the absence of fraud, in any way be affected or invalidated, nor shall any director be subject to surcharge with respect to any such contract or transaction by the fact that such director, or any firm of which any director is a member, or any corporation of which any director is a shareholder, officer or director, is a party to, or may be pecuniarily or otherwise interested in, such contract or transaction; provided that the fact that he individually, or such firm or corporation, is so interested shall be disclosed to the Board of Directors at the meeting at which (or prior to the directors' executing their written consents by which) action to authorize, ratify or approve such contract or transaction shall be taken. Any director of the corporation may vote upon or give his written consent to any contract or other person, firm or corporation without regard to the fact that he is also a director or officer of such other person, firm or corporation or a subsidiary or affiliated corporation thereof;
- e. Each director and officer of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the corporation, reports made to the corporation by any of its officers or employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the directors, or upon other records of the corporation;
- f. In furtherance and not in limitation of the powers enumerated in this Article 6, the corporation shall have as additional powers all purposes granted and allowed by the laws of the Commonwealth of Massachusetts of the General Laws of Massachusetts to business corporations organized under Chapter 156B of the General Laws of Massachusetts, provided that no such power shall be exercised in a manner inconsistent with such Chapter 156B or any other applicable provision of the General Laws of Massachusetts.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation of Massachusetts is:

27 State Street, Boston, Massachusetts 02109

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	John Saynor	790 Boylston Street #8F Boston, MA 02199	77 Franklin Street Boston, MA 02110
Treasurer:	John Saynor	Same as Above	Same as Above
Clerk:	Garry B. Watzke	4 Peter Circle Marblehead, MA 01945	77 Franklin Street Boston, MA 02110
Directors:	John Saynor	Same as Above	Same as Above
	Vincent J. Ryan	95 Beacon Street Boston, MA 02108	77 Franklin Street Boston, MA 02110
	C. Richard Reese	203 Hickory Road Weston, MA 02193	77 Franklin Street Boston, MA 02110

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

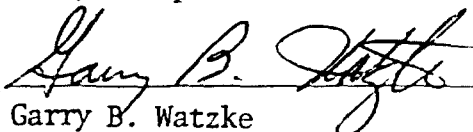
d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

Third Wednesday in April

e. The name and business address of the resident agent, if any, of the corporation is:

None

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 15th day of September 19 86


Garry B. Watzke

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

SECRETARY OF THE
COMMONWEALTH

SEP 16 PM 1:30

CORPORATION DIVISION

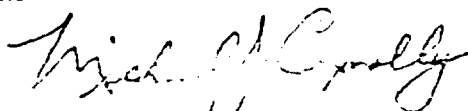
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 150 having been paid, said articles are deemed to have been filed with me this 16th day of September 1986

Effective date



MICHAEL JOSEPH CONNOLLY

Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO: Garry B. Watzke
77 Franklin Street
Boston, MA 02110
(617) 357-9031

Telephone

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$150 General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed